



**NORFOLK
SOUTHERN**

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

J. Gary Lane
Senior General Attorney

Writer's Direct Dial Number
(804) 629-2818

2-157A008

June 3, 1992

RECORDED BY 10258-F

Mr. Sidney Strickland
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

JUN 5 1992 - 10 45 AM
INTERSTATE COMMERCE COMMISSION

JUN 5 10 31 AM '92
MOTOR OPERATING UNIT

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission four (4) counterparts, properly executed and acknowledged, of the document described below.

This document is a Statement of New Numbers, a secondary document, dated as of June 2, 1992. The primary document to which this is connected is recorded under Recordation No. 10258.

The names and addresses of the parties to the document to which this secondary document is connected are as follows:

TRUSTEE/LESSOR: Citibank, N.A.
5 Hanover Square
New York, New York 10043

LESSEE/GUARANTOR: Norfolk Southern Railway Company
(formerly Southern Railway Company)
Three Commercial Place
Norfolk, Virginia 23510

The equipment covered by the document is generally described as follows:

Number of Units	General Description	AAR Symbol	Railroad's Road Numbers (old numbers)
3	70-ton CUF Insulated Box Car	XPI	SOU 585603, 585570 585658

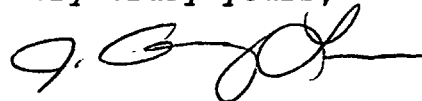
A fee of \$16.00 is enclosed. Please return three of the original counterparts of the document, stamped with the

Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

A short summary of the document to appear in the index follows:

Statement of New Numbers dated as of June 2, 1992, with respect to Equipment Trust Agreement with Recordation No. 10258, dated April 15, 1979, covering three box cars, numbered SOU 585603, 585570 and 585658, changed to NS 441521, 441527 and 441528, respectively.

Very truly yours,

A handwritten signature in black ink, appearing to read 'J. Gary Lane', with a stylized flourish at the end.

J. Gary Lane

jgl
encl.

10258-P
JUN 5 1992 - 10 45 AMSTATEMENT OF NEW NUMBERS

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS ASSIGNED TO THREE (3) BOXCARS BEARING THE SOUTHERN RAILWAY COMPANY ROAD NUMBERS SOU 585603, 585570 AND 585658, SUBJECT TO AN EQUIPMENT TRUST AGREEMENT DATED AS OF APRIL 15, 1979, BETWEEN NORFOLK SOUTHERN RAILWAY COMPANY (FORMERLY NAMED SOUTHERN RAILWAY COMPANY) AND CITIBANK, N.A., AS TRUSTEE

Old Road Number
Assigned

SOU 585603
SOU 585570
SOU 585658

New Road Number
Assigned

NS 441521
NS 441527
NS 441528

IN WITNESS WHEREOF, Norfolk Southern Railway Company has caused this instrument to be executed in its corporate name by its duly authorized officer, and its corporate seal to be hereunto affixed, duly attested, as of the 2nd day of June, 1992.

NORFOLK SOUTHERN RAILWAY COMPANY

By: W. W. Welf

Vice President

ATTEST:

Dorothy M. Martin
Assistant Corporate Secretary

COMMONWEALTH OF VIRGINIA)

CITY OF NORFOLK

) ss:
)

On this 2nd day of June, 1992, before me personally appeared H. E. Valtz, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Karen H. Sublett
Notary Public

My Commission expires:

January 31, 1995